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OF COUNSEL
URBAN A. LESTER

September 13, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 22405

FILED

SEP 13 '99

2-15 PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railcar Lease Agreement (with Schedule 001), dated as of April 30, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311

Lessee: Grain Processing Corporation
1600 Oregon Street
Muscatine, IA 52761

A description of the railroad equipment covered by the enclosed document is:

ten (10) railcars NRLX 056357 - NRLX 056366

Mr. Vernon A. Williams
September 13, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

SEP 13 '99

2-15 PM

REC'D MAY - 3 1999

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of April 30, 1999 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Grain Processing Corporation**, an Iowa Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No.0351831 dated April 30, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the fifty (50) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

By: L. Lee Struble

Its: L. Lee Struble
Vice President-Sales

By: Bradley C. Gunstad

Its: Bradley C. Gunstad
Vice President & General Counsel

LESSEE: Grain Processing Corporation

By: Robert J. Willis

Its: Vice President TRANSPORTATION

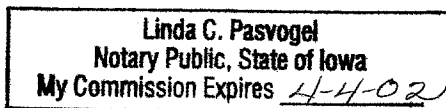
By: Watson Hays

Its: Mgr. Rail + Barge Opns.

STATE OF Iowa, COUNTY OF Muscatine TO WIT:

On this 30th day of April, 1999 before me personally appeared, Robert J. Willis and Watson Nays, to me personally known, who being by me duly sworn, says that they are the Vice President Trans. and Mgr Rail & Barge Oper., respectively of Grain Processing Corporation, a Iowa Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Linda C. Pasvogel
Notary Public

My commission expires: 4-4-02

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 30th day of April, 1999 before me personally appeared, Bradley C. Gunstad and L. Lee Struble, to me personally known, who being by me duly sworn, says that they are the Vice President & General Counsel and Vice President, Sales, respectively of Bombardier Capital Rail Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

EXHIBIT A
To MEMORANDUM OF RAILCAR LEASE AGREEMENT
SCHEDULE NO. 001

NRLX056357
NRLX056358
NRLX056359
NRLX056360
NRLX056361
NRLX056362
NRLX056363
NRLX056364
NRLX056365
NRLX056366

10 of 50 delivered August, 1999

40 of 50 to be delivered October, 1999